

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA**

---

In re:	)	
	)	Chapter 11
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 19-80064 (TLS)
Debtors.	)	
	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 6</b>

---

**ORDER (I) AUTHORIZING THE DEBTORS TO  
(A) PREPARE A LIST OF CREDITORS IN LIEU OF  
SUBMITTING A FORMATTED MAILING MATRIX, (B) FILE  
A CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST UNSECURED  
CREDITORS, (C) REDACT CERTAIN PERSONAL IDENTIFICATION  
INFORMATION FOR INDIVIDUAL CREDITORS, (II) THE APPROVAL OF THE  
FORM AND MANNER OF NOTIFYING CREDITORS OF THE COMMENCEMENT  
OF THESE CHAPTER 11 CASES, AND (III) GRANTING RELATED RELIEF**

---

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (this "Order"), (a) authorizing the Debtors to: (i) prepare a consolidated list of creditors in lieu of submitting any required mailing matrix, (ii) file a consolidated list of the Debtors' 30 largest unsecured creditors, (iii) mail initial notices through their Proposed notice and claims agent, and (iv) redact certain personal identification information for individual creditors; (b) approving the form and manner of notifying creditors of commencement of these chapter 11 cases; and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

having jurisdiction over this Matter Pursuant to 28 U.S.C. §§ 157 and 1334 and Nebraska General Rule 1.5 of the United States District Court for the District of Nebraska; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to file a consolidated list of the 30 largest unsecured creditors in these chapter 11 cases in lieu of each Debtor filing a list of its 30 largest unsecured creditors; *provided*, that the filing of such consolidated list is without prejudice to the right of any party in interest to submit a written request to the Debtors for the 20 largest unsecured creditors of any single Debtor, which upon receiving such request, the will Debtors provide such list of the 20 largest unsecured creditors for such Debtor as soon as reasonably practicable.
3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form to any entity who so

requests and in non-electronic form at such requesting entity's sole cost and expense. Such list of creditors is not required to be uploaded to the Court's ECF system but the Debtors, or the notice and claims agent, shall provide the Court with a pdf document at the frequency directed by the Court.

4. The Debtors are authorized to redact address information of individual creditors listed on the Creditor Matrix; *provided*, that the Debtors shall provide an unredacted version of the Creditor Matrix to the Court, the U.S. Trustee, and any official committee of unsecured creditors appointed in these chapter 11 cases.

5. The Notice of Commencement of these chapter 11 cases, substantially in the form attached to this Order as **Exhibit A**, is hereby approved.

6. The Debtors, with the assistance of the proposed notice and claims agent (upon the Court's approval of the Debtors' retention of the proposed notice and claims agent), are authorized, but not directed, to undertake all mailings directed by the Court, the U.S. Trustee, or as required by the Bankruptcy Code, including the Notice of Commencement of these chapter 11 cases, and any other correspondence that the Debtors may wish to send to creditors.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Omaha, Nebraska

Dated: \_\_January 18, 2019

/s/Thomas L. Saladino

UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

**Notice of Commencement**

**Information to identify the case:**

**Debtor: Specialty Retail Shops Holding Corp., et al.**

**EIN: 20-3940029**

**United States Bankruptcy Court District of Nebraska**

**Case Number: 19 - 80064 (TLS)**

**Date case filed for chapter 11: January 16, 2019**

**Official Form 309F (For Corporations or Partnerships)**

**Notice of Chapter 11 Bankruptcy Case**

**12/15**

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at [www.pacer.gov](http://www.pacer.gov)) or at the website maintained by the Debtor's noticing and claims agent, Prime Clerk LLC, at <https://cases.primeclerk.com/shopko>.

**The staff of the bankruptcy clerk's office cannot give legal advice. Do not file this notice with any proof of claim or other filing in the case.**

**1. Debtor's full name:** Specialty Retail Shops Holding Corp.

**Jointly Administered Cases**

DEBTOR	ADDRESS	CASE NO.	EIN #
Specialty Retail Shops Holding Corp.	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	20-3940029
Pamida Stores Operating Co., LLC	8800 F Street, Omaha, Nebraska 68127	19-80064	20-3606157
Pamida Transportation, LLC	8800 F Street, Omaha, Nebraska 68127	19-80064	47-0714219
Penn-Daniels, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	37-1110040
Place's Associates' Expansion, LLC	8800 F Street, Omaha, Nebraska 68127	19-80064	43-1827526
Retained R/E SPE, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	20-4936679
Shopko Finance, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	80-0781152
Shopko Gift Card Co., LLC	4161 Second Street South, St. Cloud, Minnesota, 56301	19-80064	82-4422161
ShopKo Holding Company, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	20-3940171
ShopKo Institutional Care Services Co., LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	27-1717112
ShopKo Optical Manufacturing, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	20-3616346

DEBTOR	ADDRESS	CASE NO.	EIN #
ShopKo Properties, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	41-1740865
ShopKo Stores Operating Co., LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	20-3606109
SVS Trucking, LLC	700 Pilgrim Way, Green Bay, Wisconsin, 54304	19-80064	41-1400592

2. All other names used in the last 8 years: N/A

3. Address: 700 Pilgrim Way, Green Bay, Wisconsin, 54304

4. Debtors' Proposed Counsel

Steven Serajeddini (*pro hac vice* admission pending)  
Daniel Rudewicz (*pro hac vice* admission pending)  
KIRKLAND & ELLIS LLP  
KIRKLAND & ELLIS INTERNATIONAL LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: steven.serajeddini@kirkland.com  
daniel.rudewicz k@kirkland.com

James Niemeier (NE Bar No. 18838)  
Michael T. Eversden (NE Bar No. 21941)  
Lauren R. Goodman (NE Bar No. 24645)  
McGrath North Mullin & Kratz, P.C. LLO,  
First National Tower, Suite 3700  
1601 Dodge Street  
Omaha, Nebraska 68102  
Telephone: (402) 341-3700  
Facsimile: (402) 341-0216  
Email: jniemeier@mcgrathnorth.com  
meversden@mcgrathnorth.com  
lgoodman@mcgrathnorth.com

- and -

James H.M. Sprayregen, P.C.  
Patrick J. Nash, Jr., P.C. (*pro hac vice* admission pending)  
Travis Bayer (*pro hac vice* admission pending)  
Jamie Netznik (*pro hac vice* admission pending)  
KIRKLAND & ELLIS LLP  
KIRKLAND & ELLIS INTERNATIONAL LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
patrick.nash@kirkland.com  
travis.bayer@kirkland.com  
jamie.netznik@kirkland.com

5. Bankruptcy clerk's office

Documents in this case may be filed at this address.

You may inspect all records filed in this case at this office or online at [www.pacer.gov](http://www.pacer.gov).

**Address of the Bankruptcy Clerk's Office:**  
**Roman L. Hruska, United States Courthouse**  
**111 South 18th Plaza, Suite 1125**  
**Omaha, NE 68102**

**Hours open:**  
**Monday – Friday**  
**8:00 AM – 4:30 PM**  
**Contact phone 402-661-7444**

6. Meeting of creditors

The debtor's representative must attend the meeting to be questioned under oath.

Creditors may attend, but are not required to do so.

**Time and Date To be Determined**

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

**Location:**  
**To Be Determined**

## 7. Proof of claim deadline

**Deadline for filing proof of claim: Not yet set. If a deadline is set, notice will be sent at a later time.**

A proof of claim is a signed statement describing a creditor's claim. A proof of claim form is attached and may be obtained at [www.neb.uscourts.gov](http://www.neb.uscourts.gov) or any bankruptcy clerk's office

Your claim will be allowed in the amount scheduled unless:

- Your claim is designated as *disputed*, *contingent* or *unliquidated*;
- You file a proof of claim in a different amount; or
- You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at [www.neb.uscourts.gov](http://www.neb.uscourts.gov)

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

## 8. Exception to discharge deadline

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A).

**Deadline for filing the complaint: To be Determined**

## 9. Creditors with a foreign address

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

## 10. Filing a Chapter 11 bankruptcy case

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

## 11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.